

P980000000303

LAW OFFICES OF
BRUCE JAY TOLAND

A PROFESSIONAL ASSOCIATION

801 BRICKELL AVENUE
SUITE 1501
MIAMI, FLORIDA 33131

TELEPHONE: (305) 381-7999
BROWARD: (954) 463-5908
TELEFAX: (305) 381-8203

BRUCE JAY TOLAND, Esq.

JAMES M. FISHMAN, P.A.
OF COUNSEL

December 30, 1997

VIA FEDERAL EXPRESS

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002387186--0
-12/31/97--01049--011
****122.50 ****122.50

RE: CLEAR CHANNEL OUTDOOR, INC.

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

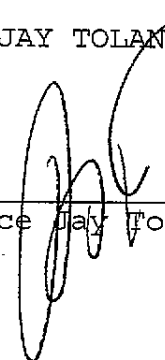
Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	35.00
	<u>\$122.50</u>

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: 
Bruce Jay Toland, Esq.

FILED
97 DEC 31 PM 4:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BJT:gvk
enclosures

C:\WP51\...\LADAR\MSLS\STATE.LT1\

85-2-1
464

**ARTICLES OF INCORPORATION OF
CLEAR CHANNEL OUTDOOR, INC.**

FILED
97 DEC 31 PM 4:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is, **CLEAR CHANNEL OUTDOOR, INC.**

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
BRUCE JAY TOLAND	801 Brickell Avenue, Suite 1501 Miami, Florida 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT **CLEAR CHANNEL OUTDOOR, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE
JAY TOLAND, LOCATED AT 801 BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA
33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



BRUCE JAY TOLAND

12/30/97

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BRUCE JAY TOLAND

C:\WP51\FILES\LADAR\NEVILLE\CLEAR.AOI

FILED
97 DEC 31 PM 4:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA